

RECORDATION NO. 23204-XX-FILED

ALVORD AND ALVORD
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DEC 31 '01

9:49 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 28, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (Schedule No. 11), dated as of December 21, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Board under Recordation Number 23204.

The names and addresses of the parties to the enclosed document are:

Lessor: Allfirst Bank
25 South Charles Street
Baltimore, MD 21201

Lessee: Norfolk Southern Railway
Company
3 Commercial Place
Norfolk, VA 23510

A description of the railroad equipment covered by the enclosed document is:

2 locomotives NS 5527 and NS 5528

Mr. Vernon A. Williams
December 28, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease (Schedule No. 11)

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in black ink.

Robert W. Alvord

RWA/anm
Enclosures

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**MEMORANDUM OF LEASE
(Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE dated as of December 21, 2001 is between ALLFIRST BANK, a Maryland state chartered commercial bank (the "Lessor") and Norfolk Southern Railway Company, a Virginia Corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessee has leased from Lessor certain locomotives identified on Schedule 1 attached hereto (the "Locomotives") under Equipment Schedule No. 11 to that certain Equipment Lease Agreement dated as of October 25, 2000 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

NORFOLK SOUTHERN RAILWAY COMPANY

By: William J. Romig
Name: William J. Romig
Title: Vice President and Treasurer

STATE OF Virginia)
City) ss:
COUNTY OF Norfolk)

City The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the
County of Norfolk this 14th day of November, 2001 by William J. Romig as
VP & Treasurer of NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia Corporation.

Sandra J. Korb
Notary Public

My commission expires: MARCH 31, 2002

[Notarial Seal]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

ALLFIRST BANK

By: *Richard M. Folio*
Name: Richard M. Folio
Title: Vice President

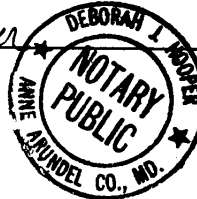
STATE OF Maryland
City) ss:
COUNTY OF Baltimore

City The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the
County of Baltimore this 15th day of December, 2001 by Richard M. Folio
Vice President of ALLFIRST BANK, a Maryland state-chartered commercial bank, on behalf of the bank.

My commission expires: 7/27/02

[Notarial Seal]

Deborah J. Hooper
Notary Public

A circular notary seal for Deborah J. Hooper, Notary Public. The seal contains the text "DEBORAH J. HOOPER", "NOTARY PUBLIC", and "ANNAPOLIS, MD." around the perimeter.

SCHEDULE 1

DESCRIPTION OF LOCOMOTIVES

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 4121	7326-22	NS 5527
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2730	5744-3	NS 5528